Item 1 – Cover Page

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February 21, 2014

Form ADV, Part 2; our "Disclosure Brochure" or "Brochure" as required by the Investment Advisers Act of 1940 is a very important document between Clients (you, your) and "RiverFront" (us, we, our).

> ***This brochure provides information about the qualifications and business practices of RiverFront Investment Group, LLC. If you have any questions about the contents of this brochure, please contact us at 804-549-4800 and / or info@riverfrontig.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any State Securities Authority.***
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> ***Additional information about RiverFront is available at the SEC's website www.adviserinfo.sec.gov (click on the link, select "Investment Adviser Firm" and type in our firm name). Results will provide you both Part 1 and 2 of our Form ADV.***

We are a registered investment adviser with the Securities & Exchange Commission. Our registration as an investment adviser does not imply any level of skill or training. The communications we provide to you, including this Brochure, contain information you can use to evaluate us (and other advisers), which should help you with your decision to hire us or to continue to maintain a mutually beneficial relationship.

Item 2 – Material Changes

1. Material Changes:

   The last annual update of the Form ADV Part 2 was 03/28/13. Since the last annual update, RiverFront has made material changes to our business; these are listed briefly below, and are disclosed more fully in the following sections.

   1. Item 4: Private Advisors Co Investment Fund, L.P. is no longer an owner of RiverFront Investment Group. RiverFront continues to be owned primarily by employees through RiverFront Investment Holding Group, LLC. Baird Financial Corp. has a minority ownership in RiverFront.

   2. Item 5: We have added disclosure regarding sub advisory services that RiverFront provides to a new ETF, the RiverFront Strategic Income Fund (RIGS). RIGS will be used as an investment within our client accounts; however, RiverFront will not collect a sub advisory fee from the Fund for as long as RiverFront uses the Fund as an investment in its client accounts.

   3. Item 8: We have added disclosure related to a new investment strategy, the RiverFront Global Equity Income.

   4. Item 12: We have added additional disclosure to our discussion of soft dollar practices to include a list of the broker dealers that pay for eligible research and brokerage services provided to RiverFront.

   5. Item 8: We have added Dynamic Fixed Income (formerly Strategic Income Portfolio) to the Asset Allocation Strategies and the Tactical ETF Strategies.

   6. Item 8: We have added the following Institutional Strategies: International Core, Developed International and Emerging Markets.

   7. Item 8: We have added risk disclosures related to Company Size, REITs, Inverse ETFs and ADRs.

   8. Item 8: We have increased the market capitalization for the Small Mid Cap Portfolio from $10 billion to $15 billion.

2. We may, at any time, update this Brochure and either send you a copy or offer to send you a copy (either by electronic means [email] or in hard copy form).

3. If you would like another copy of this Brochure, you can either download it from the SEC website as indicated above or contact our Chief Compliance Officer, Karrie Southall at 804-549-4813 or ksouthall@riverfrontig.com.

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Item 4 – Advisory Business

RiverFront Investment Group, LLC ("RiverFront" or "We") is an independent SEC-registered investment advisor located in Richmond, Virginia. RiverFront was formed in December 2007 and registered with the SEC in February 2008. It is owned primarily by its employees through RiverFront Investment Holding Group, LLC, the holding company for RiverFront. Baird Financial Corporation (BFC) is also a minority owner of RiverFront Investment Holding Group, LLC and therefore an indirect owner of RiverFront. BFC is the parent company of Robert W. Baird & Co. Incorporated ("Baird"), a registered broker/dealer and investment adviser.

RiverFront offers investment supervisory services on a discretionary and non-discretionary basis via wrap platforms at multiple broker/dealers (Sponsor Firms) throughout the country as described on our ADV Part 1. We primarily manage portfolios for individuals, trusts, retirement accounts (IRAs, pensions, and profit sharing plans), investment companies, ETFs, corporations and other institutions that are referred to us by Financial Services firms or through Financial Advisors.

Under such wrap fee arrangements, Sponsor Firms may assist clients with the selection of RiverFront (or may have the discretion to select RiverFront) to manage the assets in accounts maintained at the Sponsor Firm, collect RiverFront's investment advisory fee on behalf of the client, monitor and evaluate RiverFront's performance, and provide custodial and execution services for the client's assets. Additionally, RiverFront may provide advice and consulting services in connection with asset allocation strategies and solutions to be offered by Sponsor Firms to their clients.

Clients who select RiverFront to manage their assets pay RiverFront an investment advisory fee in addition to the asset-based fee they pay to the Sponsor Firm for investment advice, custody, execution and reporting. In wrap fee programs, clients generally pay an asset-based fee to the Sponsor Firm and, out of that fee; the Sponsor Firm is responsible for paying an investment advisory fee to RiverFront. For a more complete description of the fees involved with wrap programs please see Item 5 of this Brochure and your Sponsor Firm's Brochure.

RiverFront maintains model portfolios, based on certain established guidelines for wrap platforms, for both Separately Managed Accounts (SMAs) and Unified Managed Accounts (UMAs). A UMA is similar to an SMA, but can incorporate other investment vehicles in an investor's portfolio into one account.

SMA Wrap Programs

If selected to manage the assets in a client's SMA account maintained by the Sponsor Firm, RiverFront will provide investment supervisory services on a discretionary basis to that client. Each client account will be managed generally in accordance with one or more model portfolios selected by the client, which may be modified to meet the client's specific investment objectives, strategies and needs.

UMA Model Provider

RiverFront has been retained as a model provider for several UMA platforms. Under this arrangement, RiverFront generally provides non-discretionary investment advice in the form of investment models to the UMA platform. For specific UMA programs, at the request of the Sponsor Firm, RiverFront will exercise trading discretion for clients in those programs. For information on UMA platforms for which we exercise trading discretion, please contact us or your financial advisor.

Differences between SMA and UMA Accounts

While our models for SMAs and UMAs may perform similarly, there are differences between the models. As described above, RiverFront generally provides discretionary services to SMA accounts and non-discretionary advisory services to UMA accounts. In order to achieve fixed income exposure, SMA accounts may use individual fixed income securities and/or Exchange-Traded Products (ETPs); however, UMA accounts use only ETPs to accomplish the same goals. ETPs include both exchange traded funds and exchange traded notes. This variance may cause the two models to have different performance figures. Additionally, RiverFront generally only provides model portfolios to UMA accounts. As a result, UMA accounts may contain different investments based on parameters that govern the use of multiple managers and other restrictions. There will also be performance dispersion between UMA and SMA models that arises when RiverFront does not have trading discretion over UMA models.

Assets Under Management

As of December 31, 2013, RiverFront's discretionary assets under management were $3,766,503,761 in 8,234 accounts. Non-discretionary assets under management were $504,288,987 in 1,366 accounts. The total assets under management were $4,270,792,748 in 9,600 accounts.

Item 5 – Fees and Compensation

Wrap-Fee Programs

Asset-based management fees are generally charged quarterly in advance based on the market value of a client's assets under management at the end of the prior calendar quarter. For information on your specific billing schedule, please contact your Financial Advisor. Fees will generally be deducted directly from the client's account per the Investment Advisory Agreement. In the event the client terminates the advisory relationship, our investment management fee is prorated through the effective date of termination, as defined by the Investment Advisory Agreement, and any remaining balance shall be refunded to the client. In some cases, negotiation of fees may result in different fees being charged for similar services and may be less than the stated fee schedule. RiverFront will not be compensated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of the client.

RiverFront's advisory fees are separate and distinct from fees and expenses charged by open-end investment companies (i.e., mutual funds), closed-end funds and exchange-traded products, which may be held in client accounts or recommended by RiverFront to clients. A description of these fees and expenses are available in each fund's prospectus. Additionally, the fees charged by RiverFront are exclusive of all custodial and transaction costs paid to custodians, brokers or any other third parties. For a more detailed description of our brokerage practices, please see Item 12. Clients should review all fees charged by RiverFront, custodians, brokers and others to fully understand the total amount of fees incurred.

SMA Wrap Programs

Clients who select RiverFront to manage their SMA assets within wrap-fee programs will typically do so under either a "single contract" or "dual contract" agreement.

Under a single contract, the client pays an asset-based fee to the Sponsor Firm and, out of that fee the Sponsor Firm is responsible for paying an investment advisory fee (as described above) to RiverFront. There are other non-asset based fees that will be charged to the client as discussed below and in Item 12 of this Brochure. In these programs, the Sponsor Firm and RiverFront enter into a sub-advisory or other agreement under which RiverFront agrees to manage the assets of client accounts in these programs. As part of that agreement, RiverFront and the Sponsor Firm agree on the investment advisory fees to be charged by RiverFront on those assets. The fees charged by RiverFront on assets of a client who chooses it to provide investment supervisory services through such a wrap fee program offered by a Sponsor Firm can be negotiable and will vary from program to program, but typically do not exceed 0.50% per year on the value of the client assets in the wrap fee program.

Under a dual contract agreement, the client has one contract with the Sponsor Firm and another contract with RiverFront. As such, the client pays RiverFront an investment advisory fee in addition to the asset-based fee they pay to the Sponsor Firm for investment advice, custody, execution and reporting. Other fees will also apply and are discussed in more detail below and in Item 12 of this Brochure. The fees charged to clients that select RiverFront in a "dual contract" arrangement are negotiable, but typically do not exceed 0.50% per year on the value of the client assets in the wrap fee program.

As deemed appropriate by RiverFront pursuant to its duty to seek best execution, RiverFront will often place orders with brokers or dealers other than the Sponsor Firm, known as step-out transactions, in such instances, brokers or dealers will impose commissions or mark-ups/mark-downs on those orders, which are charged to the client's account in addition to the wrap fee. These commissions or mark-ups/mark-downs are netted into the price received for a security and will not be reflected as individual items on the client trade confirmation. Given RiverFront's trading practices, a wrap account with RiverFront as the appointed investment manager may not be suitable for clients with minimal maintenance trades (as described in Item 12 of this

Brochure). Under a typical wrap fee program, clients are not charged a commission on trades executed through the Sponsor Firm. In some instances clients may select what is known as an "unbundling option," which allows a client to disaggregate certain trading fees from the wrap fee. If "unbundling" is selected, the client will be charged separately for transactions in the account. These charges would be in addition to the wrap fee negotiated between the client and the Sponsor Firm and in addition to any commissions paid as a result of RiverFront's step-out transactions. Because RiverFront places a significant amount of trades away from the Sponsor Firms, and the commission for step-out transactions may be considered redundant to the wrap fee, you may wish to explore the unbundling option to determine if it would be advantageous to select if offered by your Sponsor Firm. Please discuss this option with your Sponsor Firm and/or Financial Advisor to determine whether it would be more beneficial for your account.

Specific information on the investment advisory fees payable to RiverFront under a wrap-fee program will be provided by the applicable Sponsor Firm. For information on the asset-based fees charged by the Sponsor Firm, clients should consult with the Sponsor Firm or refer to the Sponsor Firm's Wrap Fee Program Brochure (also known as ADV Part2A Appendix 1).

UMA Wrap Programs

RiverFront has agreements with certain Sponsor Firms to provide model portfolios to UMA clients for a negotiated fee. The fees charged by RiverFront on assets of a client who chooses it to provide investment supervisory services through such a wrap fee program offered by a Sponsor Firm can be negotiable and will vary from program to program, but typically do not exceed 0.40% per year on the value of the client assets in the wrap fee program.

Although RiverFront does not generally provide trading discretion for its UMA clients, in specific instances, at the request of the Sponsor Firm, RiverFront will place trades for the UMA clients that select RiverFront as the model provider. In these instances, pursuant to its duty to seek best execution, RiverFront will often place orders with brokers or dealers other than the Sponsor Firm; in such instances, brokers or dealers will impose commissions or mark-ups/mark-downs on those orders, which are charged to the client's account in addition to the wrap fee and may be considered redundant. For this reason, you may wish to explore the unbundling option, described above, to determine if it would be advantageous to select if offered by your Sponsor Firm. Please discuss this option with your Sponsor Firm and/or Financial Advisor to determine whether it would be more beneficial for your account.

Investment Advisory Services to Registered Investment Companies

RiverFront acts as Sub-Advisor to Registered Investment Companies. For these services, RiverFront charges an annual investment management fee based upon the market value of the assets being managed in the Fund(s). The fees are prorated and accrued daily, based upon the fair market value of the assets in the Fund. In the event the client terminates the sub-advisory relationship, RiverFront's investment management fee is prorated through the effective date of termination, as defined by the Investment Sub-Advisory Agreement, and any remaining balance shall be refunded to the client. RiverFront generally charges an annual fee of 0.60% for these services. Please see the fund's prospectus for each fund's sub-advisory fees.

Investment Advisory Services to ETFs

RiverFront acts as Sub-Advisor to an actively managed ETF, the RiverFront Strategic Income Fund (RIGS). While RIGS is available for purchase outside of RiverFront investment accounts, we designed RIGS as a tool to be used within our client accounts to more effectively implement our fixed income strategies.

RIGS' actively managed ETF structure provides our portfolio managers with the ability to buy a diverse basket of fixed income securities, including several asset classes that we would not be able to own via individual securities or existing fixed income ETFs. Within this one fixed income ETF, RiverFront can more finely adjust our fixed income allocations across domestic, international, and emerging markets, and change the characteristics of the ETF without our clients having to experience multiple buys and sells within their account.

RiverFront will waive its sub-advisory fee and therefore will not receive a fee for its investment advisor services provided to RIGS as long as RiverFront client accounts are invested in the ETF. However, as is customary with ETFs, RIGS will carry other expenses as detailed in the prospectus, including an advisory fee paid to the Fund's advisor, ALPS Advisors, Inc. Investors should carefully read the prospectus for further information on RIGS, its fees and other risks.

Other Services Provided by RiverFront

RiverFront may be engaged from time to time on a fixed or variable fee basis to provide consulting and other advisory services to the Sponsor Firms and/or their affiliates, and to clients in connection with asset allocation and tactical strategies and solutions. The fees are separately negotiated and will vary based on the nature and scope of the requested services.

Additional Fees and Expenses

Advisory fees payable to us do not include all the fees you will pay when we purchase or sell securities for your Account(s). These fees or expenses are what you pay directly to third parties, whether a security is being purchased, sold, or held in your Account(s) under our management. They are paid to brokers, dealers, custodians or the mutual fund or other investment you hold. The fees can include but are not limited to the following:

- Brokerage commissions
- Transaction fees
- Exchange fees
- SEC fees
- Advisory fees and administrative fees charged by Mutual Funds (MFs) and/or Exchange Traded Products (ETPs)
- Advisory fees charged by sub-advisers (if any are used for your account)
- Custodial Fees

- Deferred sales charges (on MFs or annuities)
- Odd-Lot differentials
- Transfer taxes
- Wire transfer and electronic fund processing fees
- Commissions or mark-ups / mark-downs on security transactions

A portion of commissions charged to the client will be used to pay for soft dollar products and services as described in Item 12 of this Brochure.

Neither RiverFront nor any of its supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

Item 6 – Performance-Based Fees and Side-By-Side Management

RiverFront does not currently accept performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 – Types of Clients

RiverFront may provide investment advice to a wide range of clients including individuals, trusts, estates, investment companies, pension and profit sharing plans, charitable organizations, and corporations. The minimum account size depends on the services offered and may be waived at RiverFront's discretion. SMA account minimums are generally $200,000; ETF SMA accounts generally require a $100,000 minimum. RiverFront does not have the ability to impose minimums on UMA accounts. For Mutual Fund account minimums, please see the Fund's prospectus as minimums vary depending on the share class selected.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

We believe that a successful investment process must combine two market forces: Value and Momentum. In the long-run we believe markets are "weighing machines" and that asset prices will weigh the fundamentals. However, we recognize that in the short to medium term markets are "voting machines" and that a trend can be irrational longer than the investor can remain solvent. We seek to identify strategic relative value as asset classes deviate from established trends, and structure long-term allocation strategies to capitalize on these relative value assessments. We modify the long-term strategy with tactical tilts designed to accommodate cyclical factors and current trends. The goal of this tactical process is to mute the tendency of a pure Value discipline to buy undervalued assets too quickly or sell overvalued assets too soon.

We reserve our largest allocations for those sectors that represent long-term Value and for which market Momentum has started to turn. In other words, we seek to combine our sense of value with momentum, making our largest bets when our evaluation of Value and Momentum are aligned.

We implement this philosophy in portfolios through a multi-layered investment process and discipline which includes:

- Dynamic Strategic Asset Allocation
- Tactical Adjustments
- Portfolio Construction
- Risk Management

Portfolio quality and concentration requirements are established to provide an overall discipline and structure to the portfolio. Such strategies ordinarily include long- and short-term purchase of equity and fixed income securities, and exchange traded products (ETPs). However, in special circumstances the strategies may also include short-term trading. Short-term trading is generally defined as selling a position within 30 days of purchase. A more detailed description of each of our strategies appears below.

ASSET ALLOCATION STRATEGIES

Strategy Names and Objectives

The Asset Allocation Strategies are designed to address investor needs for diversified portfolio solutions meeting defined risk objectives. Six Asset Allocation Portfolio Models are offered – **Global Growth, Global Allocation, Dynamic Equity Income, Moderate Growth & Income, Conservative Income Builder and Dynamic Fixed Income.** Each model is built around a targeted strategic asset allocation among the following major asset classes: cash, fixed income, and both domestic and international equity securities. These strategic asset allocation targets are based upon RiverFront's recommended long-term strategy guidelines and may change from time to time in light of research and analysis.

In addition to the strategies listed above, some RiverFront clients may be invested in the Conservative Growth Strategy. This strategy is no longer available to new investors as of April 30, 2013. Clients that are invested in the Conservative Growth Strategy will continue to have their portfolios managed and will be allowed to add new assets to their accounts; however, the composition of the portfolio, while still within the initial investment strategy parameters has evolved to be identical to that of the Moderate Growth & Income Strategy.

The strategic asset allocation targets are selected such that the Dynamic Fixed Income model is generally expected to have the lowest investment risk of the RiverFront portfolios, based upon historical average risk levels for these asset classes. Similarly, historical average return figures would suggest that this model also offers the lowest potential return. Dynamic Fixed Income will typically invest in all fixed income securities; however, the portfolio has the ability to invest up to 10% in equities, such as REITs. As the investor moves up the risk spectrum to the Conservative Income Builder, Moderate Growth & Income, Dynamic Equity Income, Global Allocation, and Global Growth models, the equity allocations increase. Historical averages suggest that expected investment risk and potential return typically increase as more of the asset allocation shifts from bonds into equities.

The strategic allocation targets for the Asset Allocation Strategies serve as a guideline against which these portfolios will be managed. However, sector allocations within the portfolios will vary from the strategic targets when, in the opinion of RiverFront's strategy teams; a somewhat modified asset allocation offers better potential returns. These tactical asset allocation "tilts" will generally be limited to a maximum of 20% variance from each of the strategic target levels. For example, Moderate Growth & Income may have a strategic allocation target for fixed income of 50%. As a result, in most instances this portfolio model's allocation to fixed income will range between 30% and 70%, but may vary outside of this range at RiverFront's discretion. Similarly, investments in sectors not within the strategic allocation (for example, real estate investment trusts ["REITs"], high yield bonds, etc.) will also generally be limited to no more than 20% of the portfolio model.

Domestic equity investments for the Asset Allocation Strategies will be "all-cap" in nature and will take a variety of forms including individual equity securities, ETPs, and closed-end funds ("CEFs"). In addition, ETPs will be used to manage sector allocations of the portfolios. Diversification and liquidity are paramount concerns in the management of fixed income allocations. Achieving suitable levels of diversification and liquidity for fixed income investments entails investments in ETPs and may entail investments in CEFs. Similarly, the specialized knowledge and transaction costs associated with international equity investing make ETPs, and potentially CEFs, a desirable strategy for this sector of the portfolio. For these two asset classes -- fixed income and international equity -- investments in ETPs and CEFs may form a core portfolio strategy. Additionally, the portfolio may purchase commodities, and emerging market debt or equity. Investors in commodity ETPs are likely to be subject to K-1 filings. The income and certain expenses of commodity ETPs are passed through to the owners, who report and pay tax on the income. The K-1 is the form used to report each owner's share of income and certain expense items.

RiverFront also maintains models based on the Strategic Asset Allocations that underlie these portfolios.

Tactical ETF Strategies

The RiverFront Tactical ETF Portfolio strategies are designed to meet investor needs for diversified portfolio solutions meeting defined risk objectives. Six Tactical ETF portfolio models currently exist– Dynamic Fixed Income, Conservative Income Builder, Moderate Growth & Income, Dynamic Equity Income, Global Allocation and Global Growth. Each model is built around a targeted strategic asset allocation among the following major asset classes: cash, fixed income, and both domestic and international equity securities. These strategic asset allocation targets are based upon RiverFront's recommended long-term strategy guidelines, and may change from time to time as determined by RiverFront's research and analysis.

The strategic asset allocation targets currently available to clients are selected such that the Dynamic Fixed Income model is generally expected to have the lowest investment risk of the Tactical ETF portfolios, based upon historical average risk levels for these asset classes. Similarly, historical average return figures would suggest that this model also offers the lowest potential return. Dynamic Fixed Income will typically invest in all fixed income securities; however, the portfolio has the ability to invest in up to 15% of equities, such as REITs. As the investor moves to the Conservative Income Builder, Moderate Growth & Income, Dynamic Equity Income, Global Allocation and Global Growth models, the equity allocations increase. Historical averages suggest that expected investment risk and potential return increase as more of the asset allocation shifts from bonds into equities.

The portfolio may purchase commodities and emerging market debt or equity. Investors in commodity ETFs are likely to be subject to K-1 filings. The income and certain expenses of commodity ETFs are passed through to the owners, who report and pay tax on the income. The K-1 is the form used to report each owner's share of income and certain expense items.

Institutional Strategies

The **Large Cap Core Portfolio** is designed for investors seeking long-term capital growth that aims to outpace the S&P 500. Our managers for this strategy maintain an investment approach that blends growth and value depending on market conditions. Additionally, the portfolio managers employ technical analysis, the study of historical price movements and trend patterns. (There is no assurance that these movements or trends can or will be duplicated in the future.) The Large Cap Core Portfolio may purchase ETPs and CEFs.

The **Small Mid Cap Portfolio** is designed to serve as the small/mid cap equity component within a client's asset allocation mix. The portfolio concentrates on the universe of small and midsize U.S. traded common stocks with market capitalization below $15 billion at the time of initial purchase. Given its small/mid-capitalization holdings, the Small Mid Cap Portfolio may experience higher than average market volatility and risk, which should be offset somewhat by the equity industry and sector diversification within the portfolio. The Small Mid Cap Portfolio may purchase ETPs and CEFs.

The **International Core** composite is designed to serve as the broad international equity component within a client's asset allocation mix. The portfolio aims to outpace the MSCI World Ex USA All-Cap Index, and will invest in a diversified portfolio of equity securities across the globe, including stocks and ETFs. In an attempt to outperform its benchmark, the portfolio managers will employ a combination of both qualitative and quantitative analysis, and the general strategies employed typically include but are not limited to country, region, sector and/or thematic rotation.

The **Developed International** composite is designed to serve as the developed international equity component within a client's asset allocation mix. The portfolio aims to outpace a blend of: 90% of the MSCI EAFE Index and 10% of the MSCI Canada index. The portfolio will invest in a diversified portfolio of equity securities across the globe, including stocks and ETFs. In an attempt to outperform its' benchmark, the portfolio managers will employ a combination of both qualitative and quantitative analysis, and the general strategies employed typically include but are not limited to country, region, sector and/or thematic rotation.

The **Emerging Markets** composite is designed to serve as the emerging market equity component within a client's asset allocation mix. The portfolio aims to outpace the MSCI Emerging Markets Index, and will invest in a diversified portfolio of equity securities across the globe, including stocks and ETFs. In an attempt to outperform its' benchmark, the portfolio managers will employ a combination of both qualitative and quantitative analysis, and the general strategies employed typically include but are not limited to country, region, sector and/or thematic rotation.

RiverFront Global Equity Income

The RiverFront Global Equity Income offering seeks to provide growth, current income, and strong potential for that income to grow over time. The strategy will invest exclusively in exchange-traded products (ETPs) that emphasize global dividend-paying equity securities, with fixed income instruments used to supplement income and modestly dampen portfolio volatility. The majority of ETPs selected for the portfolio will be issued by First Trust Advisors, L.P. (First Trust) and will capitalize on First Trust’s alpha-seeking index construction methodologies.

The strategy’s 7-10 year investment horizon typically results in between 60% and 90% of the portfolio allocated to global dividend-paying equity investments, since these investments provide the best opportunity for income growth over time. The portfolio will seek attractive dividends and dividend growth opportunities across multiple asset classes, including international equity securities (both developed and emerging market), REITs, and other income-producing equity investments. The relative mix between the various equity asset classes and fixed income alternatives is determined through our Price Matters® framework, which allocates more to asset classes trading below their long-term trend and reduces these allocations when prices are less attractive on a long-term basis. Security selection within the broad asset classes will be determined by First Trust index construction methodologies, which emphasize enhanced indexing and value added quantitative security selection techniques. The strategy will rebalance on a quarterly basis.

RISK DISCLOSURES

Risk of Loss

All investments in securities include a risk of loss of principal (invested amount) and any profits that have not been realized (i.e., the securities were not sold to "lock in" the profit). Stock markets and bond markets fluctuate substantially over time. In addition, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets we manage that may be out of our control. We will do our very best in the management of investors' assets; however, RiverFront cannot guarantee any level of performance or that account assets will not be lost.

RiverFront does not represent, warrant or imply that the services or methods of analysis used can or will predict future results, successfully identify market tops or bottoms, or insulate clients from major losses due to market corrections or crashes. No guarantees can be offered that clients' goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by RiverFront will provide a better return than other investment strategies.

Varied fluctuations in the price of investments are a normal characteristic of securities markets due to a variety of influences. Managed account programs should be considered a long-term investment; thus, long-term performance and performance consistency are the major goals.

Domestic Equity Risks

Under strategies utilizing equity securities, the portfolios are subject to the risk that stock prices may fall over short or extended periods of time. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. These factors contribute to price volatility, which is the principal risk of investing in equity securities.

International Equity Risks

Investing in foreign companies poses additional risks since political and economic events unique to a country or region may affect those markets and their issuers. In addition to such general international risks, the portfolio may also be exposed to currency fluctuation risks and emerging markets risks as described further below.

Changes in the value of foreign currencies compared to the U.S. dollar may affect (positively or negatively) the value of the portfolio's investments. Such currency movements may occur separately from, and in response to, events that do not otherwise affect the value of the security in the issuer's home country. Also, the value of the portfolio may be influenced by currency exchange control regulations. The currencies of emerging market countries may experience significant declines against the U.S. dollar, and devaluation may occur subsequent to investments in these currencies by the portfolio.

Finally, foreign investments, especially investments in emerging markets, can be riskier and more volatile than investments in the U.S. and are considered speculative and subject to heightened risks in addition to the general risks of investing in non-U.S. securities.
Also, inflation and rapid fluctuations in inflation rates have had, and may continue to have, negative effects on the economies and securities markets of certain emerging market countries.

Fixed Income Risks

Under strategies utilizing debt securities, changes in interest rates could affect the value of a client's investment. Rising interest rates tend to cause the prices of debt securities (especially those with longer maturities) to fall. Rising interest rates may also cause investors to pay off mortgage-backed and asset-backed securities later than anticipated; forcing the portfolio to keep its money invested at lower rates. Falling interest rates, however, generally cause investors to pay off mortgage-backed and asset-backed securities earlier than expected, forcing the portfolio to reinvest the money at a lower interest rate.

The concept of duration is useful in assessing the sensitivity of a fixed income portfolio to interest rate movements, which are the main source of risk for most fixed income securities. Duration measures price volatility by estimating the change in price of a debt security for a 1% change in its yield. For example, a duration of five years means the price of a debt security will change about 5% for every 1% change in its yield. Thus, the higher the duration, the more volatile the security.

Debt securities have a stated maturity date when the issuer must repay the principal amount of the bond. Some debt securities, known as callable bonds, may repay the principal earlier than the stated maturity date. Debt securities are most likely to be called when interest rates are falling because the issuer can refinance at a lower rate.

The credit rating or financial condition of an issuer may affect the value of a debt security. Generally, the lower the quality rating of a security, the greater the risk that the issuer will fail to pay interest fully and return principal in a timely manner. The issuer of an investment-grade security is more likely to pay interest and repay principal than an issuer of a lower rated bond. Credit ratings are not an absolute standard of quality, but rather general indicators that reflect only the view of the originating rating agencies from which an explanation of the significance of such ratings may be obtained. If an issuer defaults or becomes unable to honor its financial obligations, the security may lose some or all of its value.

High yield or “junk” bonds are highly speculative securities that are usually issued by smaller, less credit worthy and/or highly leveraged (indebted) companies. Compared with investment-grade bonds, high yield bonds carry a greater degree of risk and are less likely to make payments of interest and principal. Market developments and the financial and business conditions of the corporation issuing these securities influences their price and liquidity more than changes in interest rates, when compared to investment-grade debt securities. Insufficient liquidity in the junk bond market may make it more difficult to dispose of junk bonds and may cause the portfolio to experience sudden and substantial price declines.

Risks Related to ETPs

The majority of our investment holdings are ETPs, which will be subject to substantially the same risks as those associated with the direct ownership of the securities comprising the index on which the ETP is based. Additionally, the value of the investment will fluctuate in response to the performance of the underlying index. ETPs incur fees that are separate from those fees charged by RiverFront (see disclosure in Item 5 titled “Other Fees”). Accordingly, our investments in ETPs will result in the layering of expenses.

Risks Related to Company Size

RiverFront strategies may invest in small-capitalization and mid-capitalization stocks, which are often more volatile and less liquid than investments in larger companies. The frequency and volume of trading in securities of smaller and mid-size companies may be substantially less than is typical of larger companies. Therefore, the securities of smaller and mid-size companies may be subject to greater and more abrupt price fluctuations. In addition, smaller and mid-size companies may lack the management experience, financial resources and product diversification of larger companies, making them more susceptible to market pressures and business failure.

Risks Related to REITs

RiverFront strategies may invest in Real Estate Investment Trusts (“REITs”). REITs’ share prices may decline because of adverse developments affecting the real estate industry such as declining real estate values, changing economic conditions and increasing interest rates. The returns from REITs may trail returns from the overall market. Additionally, there is always a risk that a given REIT will fail to qualify for favorable tax treatment or may not qualify or may not remain qualified as a REIT.

Risks Related to Inverse ETFs

The portfolios may investment in inverse ETFs. Inverse ETFs seek to provide investment returns that are the opposite of the returns of a given index or benchmark. Inverse ETFs are complex products that have the potential for significant loss of principal and are not appropriate for all investors. These funds are considered speculative investments, therefore, investors should fully understand the terms, investment strategy and risk associated with the funds. Aggressive investment techniques such as futures, forward contracts, swap agreements, derivatives, options, etc., can increase ETF volatility and carry a high risk of substantial losses.

Many inverse ETFs "reset" daily, meaning that they are designed to achieve their stated objectives on a daily basis. As a result, they will attempt each day a loss or a gain which is the inverse (opposite) of the performance on that day of their underlying index or benchmark. For this reason, if they are held for a period longer than one day, their performance can differ significantly from the stated inverse performance of their underlying index or benchmark. Returns over longer periods can differ significantly in both amount and direction from the target return of the same period. The effects of compounding, aggressive techniques, and correlation errors may cause inverse ETFs to experience greater losses than expected. This is especially true in very volatile markets. Compounding may also cause the performance disparity to widen between an ETF and its underlying index or benchmark. These ETFs may experience losses even in situations where the underlying index or benchmark has performed as desired. Investments in inverse funds must be actively monitored on a daily basis and are typically not appropriate for a buy-and-hold strategy. Additionally, Inverse ETFs typically carry higher fees than more traditional ETF strategies due to their active management. Higher fees will also affect performance.

Risks related to American Depository Receipts (“ADRs”)

ADRs are typically issued by a U.S. bank or trust company and represent ownership of underlying foreign securities. In addition to the risks presented in any investment -- changes in value, changes in demand -- there are several risks unique to ADRs that must be considered. For instance, while they will react to normal market fluctuations like regular stocks, ADRs are still vulnerable to currency risks. If the value of the company's home currency falls too much relative to the U.S. Dollar, the effect will trickle down to the ADR eventually. The same can be said for changes in the home country's government.

Item 9 – Disciplinary Information

We do not have any legal, financial or other “disciplinary” item to report. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client / Adviser relationship, or to continue a Client /Adviser relationship with us.

This statement applies to our Firm, and every employee.

Item 10 – Other Financial Industry Activities and Affiliations

RiverFront is affiliated with Baird Financial Corporation ("BFC") as a result of BFC's minority ownership of RiverFront. BFC is the parent company of Robert W. Baird & Co. Incorporated ("Baird"), a registered broker/dealer and investment adviser. RiverFront provides various investment advisory and consulting services to Baird and clients of Baird, including providing discretionary and non-discretionary asset management services to Baird clients.

The majority of RiverFront employees are registered representatives of ALPS Distributors, Inc. (ALPS), a FINRA member broker/dealer. The employees are registered due to their work with respect to the RiverFront mutual funds that are distributed by ALPS. ALPS is not affiliated with RiverFront Investment Group, LLC.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

RiverFront has adopted a Code of Ethics ("Code") that governs a number of potential conflicts of interest we have when providing advisory services to our clients. This Code of Ethics is designed to ensure we meet our fiduciary obligation to our Clients (or Prospective Clients) and to foster a culture of compliance within our firm.

An additional benefit of our Code is to detect and prevent violations of securities laws.

Our Code is comprehensive, is distributed to each employee at the time of hire, and at least annually thereafter (if there are changes). We also supplement the Code with annual training and on-going monitoring of employee activity.

Our Code includes the following:

- Requirements related to the confidentiality of our client information;
- Prohibitions on:
    - Insider trading (if we are in possession of material, non-public information);
    - The acceptance of gifts and entertainment that exceed our policy standards;
- Reporting of political contributions,
- Reporting of gifts,
- Reporting of business entertainment -- RiverFront routinely provides meals, lodging and travel expenses during meetings with advisors and clients where RiverFront products and services are discussed; and sponsorship money for meetings and conferences.
- RiverFront employees may attend educational seminars and events hosted by vendors, trading partners or ETF providers ("outside parties"). These outside parties may pay for reasonable travel, lodging and other expenses related to the event.
- Pre-clearance of certain employee and firm transactions;

- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call "reportable securities" as mandated by regulation); and,
- On an annual basis, we require all employees to re-certify to our Code, identify members of their household and any account to which they have a beneficial ownership (they "own" the account or have "authority" over the account), securities held in certificate form and all reportable securities they own at that time.

Participation or Interest in Client Transactions and Personal Trading

RiverFront permits its employees to engage, on a limited basis, in personal securities transactions. As a result, we may purchase or sell the same or similar securities at the same time that we place transactions for our Clients.

To avoid any potential conflicts of interest involving personal trades, RiverFront has adopted formal insider trading and personal security transactions policies and procedures. RiverFront's Code requires, among other things, that its employees:

- Place the integrity of the investment profession, the interests of clients, and the interests of RiverFront above one's own personal interests;
- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Adhere to the fundamental standard that he or she should not take inappropriate advantage of his or her position;
- Avoid any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with the Code;
- Use reasonable care when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Promote the integrity of, and uphold the rules governing, capital markets; and
- Comply with applicable provisions of the federal securities laws.

RiverFront's Code also requires employees to: (1) pre-clear certain personal securities transactions, (2) report personal securities transactions on at least a quarterly basis, and (3) provide RiverFront with a detailed summary of reportable holdings (both initially upon commencement of employment and on a regular basis thereafter) over which the employee has a direct or indirect beneficial interest. Beneficial ownership of a Security is to be determined in the same manner as it is for purposes of Section 16 of the Securities Exchange Act of 1934. This means that a person should generally consider himself the beneficial owner of any Securities in which he has a direct or indirect pecuniary interest. In addition, a person should consider himself the beneficial owner of Securities held by his spouse, his dependent children, a relative who shares his home, or other persons by reason of any contract, arrangement, understanding or relationship that provides him with sole or shared voting or investment power.

The Code of Ethics serves to establish a standard of conduct for all of RiverFront's associated persons and is based upon fundamental principles of transparency, integrity, honesty and trust. A copy of our Code of Ethics is available upon request.

Item 12 – Brokerage Practices

In the course of providing our services, we will execute trades for our clients through broker/dealers. Our guiding principle is to trade through broker/dealers who offer the best overall execution under the particular circumstances.

With respect to execution, we consider a number of factors, described in detail below. Based on these factors, we will trade through broker/dealers that may charge fees that are higher than the lowest available fees.

Wrap Fee Programs

In evaluating the wrap fee arrangement, a client should recognize that brokerage commissions for the execution of transactions in the client's account through the Sponsor Firm are solely determined by the Sponsor Firm.. These transactions are generally executed without commissions and a portion of the wrap fee is generally considered as being in lieu of brokerage commissions. When placing trades through Sponsor Firms, we will generally aggregate orders where possible and in the client's best interests.

We typically perform two types of trades for our clients. One type of trade is called a "model" trade and is the purchase or sale of security for most or all of our portfolios in one or more investment strategies. By its nature, a model trade will affect many client accounts at once. Model trades are almost always "stepped-out" and traded away from the client's Sponsor Firm for best execution purposes (described below). The second type of trade is referred to as a "maintenance" trade. Maintenance trading reflects individual activity in a client's account such as initial investment positioning, rebalancing due to additions or withdrawals of cash or securities, account liquidations, or other account-specific transactions such as client-directed tax transactions.

There are usually many maintenance transactions in a client account when the account needs to be rebalanced for most of the above reasons. These trades will generally be executed as orders at the then current market price. Moving the trades to another broker will not likely add value since the relatively small amount of shares involved for each of the securities will not merit other types of trading. This is particularly true for wrap-fee accounts, which typically include the charges for trades in their fee, and it would be expected that best execution would be obtained by having the wrap-fee broker execute the trades. We consider the execution performance of individual firms used for such account-level transactions but have found in the past that best execution is almost always obtained for those types of maintenance transactions using the client's Sponsor Firm.

A model trade for our clients' accounts usually involves the purchase or sale of a larger total volume of a single security. We make an assessment of these trades and determine whether our clients could benefit from an aggregation (step-out) strategy. We have found that step-out trading for model trades almost always allows RiverFront to obtain better trade executions for its clients. For best execution purposes (discussed below), we consider whether the trades for various accounts at one firm should be combined with those of other clients at other firms and traded on a step-out or trade-away basis as a "block". The result is a single price for all shares executed for the various accounts in the "block" during that trading day or until the block is filled, if earlier. Please note that some Sponsor Firms may not permit the use of step-out trades for their accounts. Clients/firms that do not allow us to engage in step-out trades will not benefit from our judgment when we believe it would be beneficial overall to implement trades in this manner. There is a cost for this step-out trading method, in the nature of an extra commission or cents per share mark-up or mark-down as described in Item 5 of this Brochure, which may not otherwise be incurred by wrap-fee accounts if traded with the Sponsor Firm. These commissions or mark-ups/mark-downs are netted into the price received for a security and will not be reflected as individual items on the client trade confirmation. As described below, we believe this method of trading still constitutes best execution in a number of cases when considering all the factors involved in the specific trade and situation.

Both in deciding to execute step-out securities transactions and in selecting a broker to do so, we consider a variety of factors, including: our experience with the firm on prices and other results obtained in prior trading transactions; the quality of the brokerage services provided to us (and thus to our clients); the liquidity of the security being traded; the level of commissions (or mark-up or mark-down cents per share when traded on a net basis) charged by that firm; the firm's ability to source liquidity in the underlying constituents when trading ETPs and the ability to provide transparency when doing so; the firm's market making activity in a stock; the firm's access to liquidity in the stock (described further below); the research (if any) services provided by the broker-dealer for the benefit of our clients (as discussed in the next paragraph), whether provided directly by the executing broker dealer or by another broker-dealer which may be paid through a commission-type sharing arrangement with the execution firm; the speed and attention we receive from the trading desk for our clients; whether the firm has been able to trade anonymously for us (i.e., without others in the market knowing a buyer is interested in volume); whether the brokerage firm can and will commit its capital (if we request this) to obtain or dispose of the position for our clients; the capitalization of the security being traded; the nature of the our portfolio managers' desire (for example a desire for speed versus other factors including concern with obtaining the stock within a price range for all accounts) to own the stock; the use of limit orders and the likelihood of getting within the limit or missing the desired trade if the trading process takes too long; any particular trading expertise of the firm; access or potential access to blocks of a particular stock; market conditions at the time of the trade (both general conditions and conditions impacting the specific stock); and any past issues we encountered when using a particular Sponsor Firm for similar trades.

Research and Other Soft Dollar Benefits

When appropriate, RiverFront, consistent with its duty to seek best execution, directs trades for client accounts to broker/dealers who provide RiverFront with brokerage and research products and services. Client commissions used to acquire brokerage and research services are known as "soft dollars" and may be acquired through traditional soft dollar relationships or through Commission Sharing Arrangements (CSAs). CSAs are a type of soft dollar arrangement that allows investment managers to separately pay the executing broker for execution and ask that broker to allocate a portion of the commission directly to an independent research provider. The client commissions range from approximately 1 to 2 cents per share for SMA and UMA client account trading and approximately 1 to 3 cents per share for mutual fund client trading. RiverFront seeks to comply with Section 28(e) of the 1934 Act, which provides a "safe harbor" allowing investment advisers to pay more than the lowest available commission for brokerage and research services if it determines in good faith that (1) the brokerage or research services fall within the definitions set forth in Section 28(e); (2) the brokerage or research services provide lawful and appropriate assistance in the investment decision-making process or trade execution; and (3) the commission paid is reasonable in relation to the brokerage and research services provided.

In connection with our clients' securities transactions, RiverFront receives research products and services, including proprietary research and research generated by third parties, as well as portfolio management tools from certain broker/dealers and other providers. When we use client brokerage commissions ("soft dollars") to obtain these products and services, we receive a benefit because we do not have to produce or pay (with hard dollars) for the research or other services. As such, we may have an incentive to direct trades to specific broker/dealers based on our interest in receiving the research or other services, rather than on our clients' interest in receiving the lowest commission. In light of our fiduciary obligations to all our clients, we may use soft dollar benefits to service accounts that do not necessarily pay for the benefits (via soft dollar commissions). We do not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. We also subscribe and pay for a number of resources ourselves which we consider fundamental to our providing quality research for our clients. There are other resources available that would be helpful to our clients, and when part of the decision to step-out or trade-away a position trade has the added benefit of providing these additional research resources, we believe it is advantageous to our clients to consider that factor. As described above, our overall evaluation of the merits of using a step-out trade versus executing through the various brokers for the underlying accounts considers factors that include not only the trading benefits to participating and non-participating accounts but also the research benefits to all clients. We evaluate our decisions carefully and make decisions that we believe are in the best interests of our clients. This can include considering that the research benefits are valuable to our clients for managing their accounts. We believe we balance these considerations appropriately and in our clients' best interests.

Our Portfolio Management team provides input on the value of specific research and portfolio management tools. This input is used to determine who will receive soft dollar payments via our CSAs or through trading. Based on this input, a budget is prepared and reviewed before adoption. After the budget has been approved, information about trading practices and commission sharing arrangements is discussed by the Firm. Broker/dealer fees may vary and be greater than those typical for similar investments if we determine that the research, execution, and other services rendered by a particular broker merit higher than typical fees.

Research services may include such items as: economic reports; statistical information; analyses of particular companies or industries prepared by the firm's analysts; increased opportunities arranged by the firms for us to meet directly with management of companies in which we invest or might consider investing(including small or medium group meetings or especially one-on-one meetings; access to presentations by analysts; invitations to conferences where numerous companies gather and meet with interested analysts; and access to discussions with industry and company analysts and others (such as economists) working for the broker-dealer or retained by the broker-dealer who spend much of their time analyzing specific companies or industries or larger economic trends. In some situations the broker-dealer through which we trade will pay a third-party research firm to provide research to us for the benefit of our clients. These third party firms can include: a purely research firm (i.e., a non-trading firm); a firm that has very good research but does not have high quality trading; or a firm that may have both but which we may not be able to sufficiently utilize for various reasons. We do not receive any products or any non-research services in return for allocating brokerage. We consider that research services received will fall under the safe harbor of Section 28(e) of the Investment Advisors Act of 1940. We have an ongoing list of broker-dealers that meet our standards regarding execution and research capabilities. Our trading department evaluates the quality of the trading and execution services and capabilities (in part as described above) of various broker-dealers over time. Separately, we also evaluate the nature and quality of the research services provided by the broker-dealers involved to confirm that our clients are receiving material value, in our opinion, from those relationships to warrant use of such firms for trading. We evaluate the nature and quality of the research services provided by those third parties from whom we receive research as a result of brokerage transactions by our clients and we review and monitor the amount of trading compensation received by these broker-dealers on a periodic basis. Our list of firms whose research is particularly helpful for our clients (including in some limited cases setting target trading compensation to be received in light of the research received from those firms) is reviewed and updated regularly.

Finally, in the event that RiverFront is “paying up” for brokerage executions, it shall avoid maintaining an overabundance of outstanding soft dollar credits at brokers, as doing so could call into question whether RiverFront is causing its clients to pay unnecessary brokerage costs. Conversely, RiverFront shall avoid maintaining large deficit balances, which could raise issues related to RiverFront’s financial solvency and create conflicts of interest by obligating RiverFront to trade through the broker that must receive commissions in order to reduce the deficit. Commissions paid to generate soft dollars are paid by the client in addition to the wrap fee. These commissions are netted into the price received for a security and will not be reflected as individual items on your client account statement. If your wrap program offers unbundling as an option, you may want to consider this option. Unbundling is described in more detail in Item 5 of this brochure.

RiverFront has received proprietary research from brokers including the following with whom we placed client transactions:

- Credit Suisse AG
- Barclays Capital Inc.
- Cowen & Company LLC
- The Goldman Sachs Group Inc.
- Jefferies LLC
- JP Morgan Chase & Co.
- Bank of America Merrill Lynch
- Raymond James & Associates
- Stifel Financial
- Susquehanna International Group, LLP
- Citigroup Inc.
- Sanford C. Bernstein & Co. LLC

Additionally, RiverFront has Commission Sharing Arrangements with Wallach Beth Capital LLC, Cantor Fitzgerald & Co., and JonesTrading Institutional Services LLC. For more information related to our soft dollar practices please contact please contact us at 804-549-4800 and / or info@riverfrontig.com.

Brokerage for Client Referrals

RiverFront does not currently select or recommend broker/dealers based on our interest in receiving client referrals.

Directed Brokerage

Clients may not direct RiverFront to use a particular broker/dealer to execute transactions for that client's account; however, certain Sponsor Firms may require that all client trading be done through the client's Sponsor Firm as described above.

Trade Aggregation or "Bunching"

Orders for the same security entered on behalf of more than one client will generally be aggregated (bunched) subject to the aggregation being in the best interests of all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders; filled orders shall be allocated separately from subsequent orders. All clients participating in each aggregated order shall receive the average price and if applicable, pay a pro rata portion of commissions. Transactions are usually aggregated to seek a more advantageous net price and/or to obtain better execution for all clients. However, trades through similar Sponsor Firms may not be aggregated if a material time lag exists between client trade requests in the same security on the same day.

Trade Order Rotation

As discussed above, for best execution purposes, RiverFront almost always executes model changes (as defined above) for SMA accounts as step-out transactions. Therefore, a trade rotation is rarely used for model changes for the separately managed account programs. RiverFront does not generally exercise trading discretion over its UMA client accounts. As a result, RiverFront utilizes a trade rotation for its "model-only" or UMA products on participating platforms. When updating models on these platforms, RiverFront intends to follow a methodology for contacting UMA Sponsor Firms in a pre-determined order that is fair and equitable to all clients so that no group of clients is consistently favored or disfavored over any other clients. Recommendations to UMA Sponsor Firms will generally be distributed after RiverFront completes all transactions for client accounts in which it exercises trading discretion. If RiverFront exercises trading discretion for a UMA Program, those client's model changes will be aggregated with SMA model changes of similar strategy.

Item 13 – Review of Accounts

SMA portfolios are reviewed on a weekly basis by the trading team to ensure that they are in line with the Model portfolios.

In addition, the portfolio management team (including the Chief Investment Officer, Chief Equity Officer, Chief Fixed-Income Officer and the Director of Portfolio Risk Strategy) studies the Model portfolios via daily data sheets comprising information about the specific holdings in each of the portfolios, as well as via attribution information, which details how each sector and sub-set of the portfolio is performing relative to its benchmark. Particular attention is given to continued suitability of securities in relation to the portfolios' investment objectives, performance of individual investments as well as changes in company fundamentals, industry outlook, market outlook, price levels and asset allocation policy ranges.

RiverFront reviews accounts that experience client-directed activity (withdrawals, additions, tax-loss selling, etc.) on a daily basis and rebalances them to the model accordingly.

Clients are kept fully informed about their portfolio activity by receiving copies of all transaction confirmations and monthly/quarterly statements from their brokerage firms and/or custodians (note: clients have the option to suppress confirms if they so choose). Clients have access to quarterly factsheets that focus on asset allocation and portfolio performance for each of the model portfolios run by RiverFront. Clients can obtain these quarterly factsheets, along with rationales for the specific model trades executed in the portfolios, by contacting their Financial Advisor. Additionally, separately managed account clients will receive quarterly performance reports concerning their individual portfolios from the Wrap Fee Sponsor Firms.

Item 14 – Client Referrals and Other Compensation

As previously noted, RiverFront provides advice as part of wrap-fee programs sponsored by various broker/dealers, including its affiliate, Baird. Certain economic benefits are received as a result of these broker/dealer relationships. These benefits may include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving wrap program participants; the ability to have investment advisory fees deducted directly from client accounts; access to an electronic communication network for client order entry and account information; receipt of various publications and proprietary research; and participation in broker/custodian-sponsored conferences.

Item 15 – Custody

RiverFront will not maintain custody of clients' funds or securities, with the exception of deduction of RiverFront's fees from clients' accounts that are authorized in the advisory agreement between clients and RiverFront. Clients will receive account statements directly from these custodians and should carefully read the statements for accuracy.

Item 16 – Investment Discretion

When a client agrees to discretionary management, in writing through the signing of an Investment Advisory Agreement with RiverFront or through the Sponsor Firm agreement, we will be responsible for selecting the amount of securities to be bought and sold. The only limitations on the investment authority will be those imposed in writing by the client. Any client-imposed investment restrictions involving a security held in RiverFront's model portfolio will be prorated across the remainder of the model holdings. Therefore, in certain market conditions, clients could obtain higher or lower performance than RiverFront's similarly managed accounts. RiverFront cannot restrict specific securities that are held within an ETP.

In the course of providing our services, we will execute trades for our clients through broker/dealers as discussed in Item 12 above.

RiverFront does not generally accept discretionary authority for its UMA clients; however, at the request of the Sponsor Firm, RiverFront will exercise trading discretion for UMA clients in that Sponsor Firm's program.

Item 17 – Voting *Client* Securities (i.e., Proxy Voting)

RiverFront may vote proxies on behalf of its clients. Our Proxy Administrator is charged with identifying the proxies upon which we will vote, voting the proxies in the best interest of clients, and submitting the proxies promptly and properly.

We have engaged Broadridge Financial Solutions, Inc., to vote our clients' proxies in the interest of maximizing shareholder value. To that end, Broadridge will vote in a way that it believes, consistent with our fiduciary duty, will cause the issue to increase the most or decline the least in value. Consideration will be given to both the short- and long-term implications of the proposal to be voted on when considering the optimal vote.

We have currently identified no conflicts of interest between our client interests and our own within our proxy voting process. Nevertheless, if faced with a material conflict of interest in voting a client's proxy, the Proxy Administrator will use pre-determined guidelines and research to determine the appropriate vote.

Our complete proxy voting policy and procedures are memorialized in writing and are available upon request. In addition, our complete proxy voting record is available to our clients, and only to our clients. Please contact us if you have any questions or if you would like to review either of these documents.

Item 18 – Financial Information

RiverFront is not required to include disclosures under this section.

Item 19 – Requirements for State-Registered Advisers

RiverFront is an SEC registered Investment Adviser and is not registered with any states.